

ORIGINAL

WILKINSON) BARKER) KNAUER) LLP

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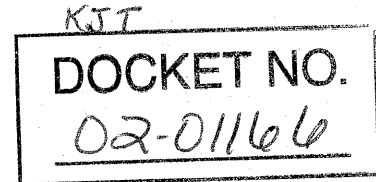
2300 N STREET, NW
SUITE 700
WASHINGTON, DC 20037
TEL 202.783.4141
FAX 202.783.5851
www.wbklaw.com

*02 OCT 17 AM 10 28

October 9, 2002

TN REGULATORY AUTHORITY
DOCKET ROOM

Sharla Dillon
Docket & Records Office
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243



Re: Paging Network of America, Inc.
*Filing Fee for Notification of Emergence from Chapter 11 Protection
and Associated Name Change*

Dear Ms. Dillon:

As requested, on behalf of Arch Wireless Operating Company, Inc., enclosed please find a \$25.00 filing fee (Check no. 065158) to accompany the *Notification of Emergence from Chapter 11 Protection and Associated Name Change* filed with the Tennessee Regulatory Authority on September 19, 2002, on behalf of former Paging Network of America, Inc.

Please contact the undersigned with any questions.

Sincerely,

WILKINSON BARKER KNAUER, LLP

By: Carolyn W. Groves

cc: Patricia A. Gray, Esq.
Trey Stowell, Esq.

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460 James Robertson Parkway
Nashville, TN 37243

DOCKET NO.

02-01166

Attn: Joe Werner, Chief – Telecommunications Division

Re: *Paging Network of America, Inc.*
Notification of Emergence from Chapter 11 Protection
and Associated Name Change

Dear Ms. Dillon:

Paging Network of America, Inc. ("PageNet"), an indirect, wholly-owned subsidiary of Arch Wireless, Inc., ("AWI"), hereby notifies the Tennessee Regulatory Authority ("TRA") that AWI and its wholly-owned, domestic subsidiaries, including PageNet, have emerged from Chapter 11 bankruptcy protection. As background, on December 6, 2001, AWI and 19 of its direct and indirect subsidiaries, including PageNet, filed a voluntary petition under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court, District of Massachusetts, Western Division (the "Court") and another of AWI's subsidiaries, Arch Wireless Communications, Inc., consented to a November 29, 2001 involuntary petition filed by certain holders of certain of Arch Wireless Communications, Inc.'s senior notes. AWI and the other debtors-in-possession, including PageNet, reached an agreement with a majority of its creditors to restructure the company's long-term debt while under Chapter 11 protection and a plan of reorganization, confirmed by order of the Court on May 15, 2002, became effective on May 29, 2002. AWI and its operating subsidiaries continued providing service to customers and operated in the normal course of business during the reorganization process. Pursuant to this reorganization, control of AWI, and therefore PageNet, was transferred from pre-Chapter 11 shareholders of AWI to a widely dispersed group of AWI's creditors in existence at the time the Chapter 11 reorganization commenced.

WILKINSON) BARKER) KNAUER) LLP

Sharla Dillon

Docket & Records Office

Tennessee Regulatory Authority

September 19, 2002

Page 2

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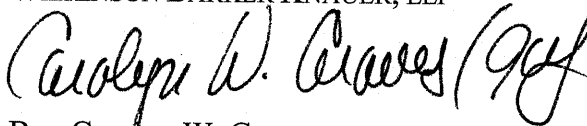
www.wbklaw.com

As part of the closing on the reorganization, the FCC licenses held by PageNet were *pro forma* assigned to Arch Wireless License Co., LLC ("AWLC"), an existing, wholly-owned, indirect subsidiary of AWI, and its operations and other assets were transferred to Arch Wireless Operating Company, Inc. ("AWOC"), another wholly-owned, indirect subsidiary of AWI and the sole member and manager of AWLC. Thus, the FCC licenses formerly held in the name of PageNet are now licensed to and held by Arch Wireless License Co., LLC, while AWOC is the company actually operating and providing service in the state of Tennessee. Please update your records to reflect these changes.

Please contact the undersigned with any questions.

Sincerely,

WILKINSON BARKER KNAUER, LLP



By: Carolyn W. Groves
J. Wade Lindsay

cc: Patricia A. Gray, Esq.
Trey Stowell, Esq.

HALE AND DORR LLP
C O U N S E L O R S A T L A W

haledorr.com

60 STATE STREET • BOSTON, MA 02109
617-526-6000 • FAX 617-526-5000

FAX

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Total Number of Pages: 6

To: Sharla Dillon
Docket and Records Office of the
Tennessee Regulatory Authority

Fax / Phone: TN REGULATORY AUTHORITY
DOCKET ROOM
615-253-3857 / 615-741-2904 x 136

From: Camilla Cheatham
617-526-5151

Date: October 16, 2002

Note:

Per your voicemail message of 10/16/02 to Carolyn Groves of Wilkinson Barker Knauer, LLP:

I have attached evidence of the name change of Arch Wireless Operating Company, Inc. filed with the Tennessee Secretary of State.

This facsimile transmission is confidential and may be privileged. If you are not the intended recipient, please immediately call the sender or, if the sender is not available, call 617-526-5413, and destroy all copies of this transmission. If the transmission is incomplete or illegible, please call the sender or, if the sender is not available, call 617-526-5413. Thank you.

Client Matter Number: 113041-134
Return To: 3056

Transmitted by:

BOSTON LONDON* MUNICH* NEW YORK OXFORD* PRINCETON RESTON WALTHAM WASHINGTON

Hale and Dorr LLP is a Massachusetts Limited Liability Partnership

** an independent joint venture law firm*

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 06/11/02
REQUEST NUMBER: 4524-1478
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/10/02 1252
EFFECTIVE DATE/TIME: 06/10/02 1630
CONTROL NUMBER: 0363548

TO:
CT CORPORATION SYSTEM
101 FEDERAL STREET
BOSTON, MA 02110

RE:
ARCH WIRELESS OPERATING COMPANY, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 06/11/02

FROM:
C T CORPORATION SYSTEM (BOSTON, MA.)
101 FEDERAL STREET
BOSTON, MA 02110-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003099644
ACCOUNT NUMBER: 00000012




SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

4 5 2 4 1 4 7 3

47

<p style="text-align: center;">State of Tennessee</p> <p style="text-align: center;"></p> <p style="text-align: center;">Department of State Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p>	<p>APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY (FOR PROFIT)</p>	<p style="text-align: right; font-size: small;">For Office Use Only</p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p>RECEIVED FILED OFFICE OF THE SECRETARY OF STATE</p> <p>12 JUN 10 PM 12:02</p> <p>RILEY DARNELL SECRETARY OF STATE</p> </div>				
<p>Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>						
<p>1. The name of the corporation is <u>Arch Wireless Operating Company, Inc. (NEW NAME)</u> If different, the name under which the certificate of authority is to be obtained is <u>Mobile Communications Corporation of America (OLD NAME)</u></p>						
<p>2. The state or country under whose law it is incorporated is <u>Delaware</u></p>						
<p>3. The date of its incorporation is <u>11/12/1998</u> (must be month, day, and year), and the period of duration, if other than perpetual, is _____</p>						
<p>4. The complete street address (including zip code) of its principal office is _____ 1800 West Park Drive, Suite 250, Westborough, MA 01581</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">Street</td> <td style="width: 33%;">City</td> <td style="width: 33%;">State/Country</td> <td style="width: 10%;">Zip Code</td> </tr> </table>			Street	City	State/Country	Zip Code
Street	City	State/Country	Zip Code			
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee is _____ c/o C T CORPORATION SYSTEM, 530 Gay Street, Knoxville, Tennessee, Knox 37902</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">Street</td> <td style="width: 33%;">City</td> <td style="width: 33%;">State/Country</td> <td style="width: 10%;">Zip Code</td> </tr> </table> <p>Registered agent: <u>C T CORPORATION SYSTEM</u></p>			Street	City	State/Country	Zip Code
Street	City	State/Country	Zip Code			
<p>6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) <u>SEE ATTACHMENT</u></p>						
<p>7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) <u>SEE ATTACHMENT</u></p>						
<p>8. The corporation is a corporation for profit.</p>						
<p>9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date) _____ (time). [NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]</p>						
<p>[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]</p>						
<p><u>June 3, 2002</u> Signature Date</p> <p>_____ Secretary</p> <p>_____ Signer's Capacity</p>	<p><u>Arch Wireless Operating Company, Inc.</u> Name of Corporation</p> <p><u>Patricia A. Gray</u> Signature</p> <p><u>Patricia A. Gray</u> Name (typed or printed)</p>					
<p>SS-4435 (Rev. 7/00) RDA 1678</p>						

4 5 2 4 1 4 7 9

ARCH WIRELESS OPERATING COMPANY, INC.**OFFICERS**

Name	Address
C. Edward Baker, Jr. Chairman of the Board and Chief Executive Officer	1800 West Park Drive, Suite 250 Westborough, MA 01581
Lyndon R. Daniels President and Chief Operating Officer	1800 West Park Drive, Suite 250 Westborough, MA 01581
J. Roy Pottle Executive Vice President and Chief Financial Officer	1800 West Park Drive, Suite 250 Westborough, MA 01581
John B. Saynor Executive Vice President and Assistant Secretary	1800 West Park Drive, Suite 250 Westborough, MA 01581
Paul H. Kuzia Executive Vice President, Technology and Regulatory Affairs	1800 West Park Drive, Suite 250 Westborough, MA 01581
Christopher J. Madden Senior Vice President, Human Resources	1800 West Park Drive, Suite 250 Westborough, MA 01581
Peter J. Barnett Senior Vice President, Operations and Chief Information Officer	1800 West Park Drive, Suite 250 Westborough, MA 01581
Patricia A. Gray Senior Vice President, General Counsel and Secretary	1800 West Park Drive, Suite 250 Westborough, MA 01581
Gerald J. Cimmino Vice President and Treasurer	1800 West Park Drive, Suite 250 Westborough, MA 01581
George W. Hale Vice President and Controller	1800 West Park Drive, Suite 250 Westborough, MA 01581
Joseph Mullin Vice President, Radio Frequency Engineering and Licensing	1800 West Park Drive, Suite 250 Westborough, MA 01581
D. Michael Doyle Vice President, Telecommunications	1800 West Park Drive, Suite 250 Westborough, MA 01581
Robert J. Lougee Vice President, Investor Relations	1800 West Park Drive, Suite 250 Westborough, MA 01581
Amber Niven Vice President, Information Technology	1800 West Park Drive, Suite 250 Westborough, MA 01581
Felicia Donahue Vice President, Operations	1800 West Park Drive, Suite 250 Westborough, MA 01581
Tracey Zimmerman Vice President, Human Resources Operations Support	1800 West Park Drive, Suite 250 Westborough, MA 01581
James Rodts Vice President, Research and Development	1800 West Park Drive, Suite 250 Westborough, MA 01581

4 15 22 4 1 4 13 13

Jean F. Angelini Assistant Treasurer	1800 West Park Drive, Suite 250 Westborough, MA 01581
Frank D. Brilliant Vice President, Advanced Product Marketing Group	1800 West Park Drive, Suite 250 Westborough, MA 01581
David Duclos Vice President, Technical Operations	1800 West Park Drive, Suite 250 Westborough, MA 01581
Thomas J. Phillips, Jr. Vice President, Logistics	1800 West Park Drive, Suite 250 Westborough, MA 01581
Michael Brantley, Vice President, Telco Industry Relations	1800 West Park Drive, Suite 250 Westborough, MA 01581

DIRECTORS

Name	Address
C. Edward Baker, Jr., Chairman	1800 West Park Drive, Suite 250 Westborough, MA 01581
William Bousquet	1800 West Park Drive, Suite 250 Westborough, MA 01581
James Continenza	1800 West Park Drive, Suite 250 Westborough, MA 01581
Eric Gold	1800 West Park Drive, Suite 250 Westborough, MA 01581
Carroll McHenry	1800 West Park Drive, Suite 250 Westborough, MA 01581
Matthew Oristano	1800 West Park Drive, Suite 250 Westborough, MA 01581
William Redmond	1800 West Park Drive, Suite 250 Westborough, MA 01581
Samme Thompson	1800 West Park Drive, Suite 250 Westborough, MA 01581
Carroll Wetzel	1800 West Park Drive, Suite 250 Westborough, MA 01581

41324 1431

Delaware

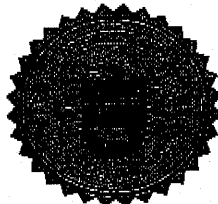
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARCH WIRELESS OPERATING COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



2962519 8300

020355649

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1810223

DATE: 06-04-02